

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court District of Nevada					Voluntary Petition				
Name of Debtor (if individual, enter Last, First, Middle): The Rhodes Companies, LLC					Name of Joint Debtor (Spouse) (Last, First, Middle):				
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 20-3613060					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):				
Street Address of Debtor (No. and Street, City, and State): 4730 South Fort Apache, Suite 300 Las Vegas, Nevada <div style="text-align: right;">ZIP CODE 89147</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>				
County of Residence or of the Principal Place of Business: Clark					County of Residence or of the Principal Place of Business:				
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>				
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>									
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)			Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer, debts defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house-hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts			
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$ 2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).				
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input checked="" type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000									
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$10,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$10,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									

B 1 (Official Form 1) (1/08)

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): The Rhodes Companies, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Rider A attached hereto	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right; margin-right: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right; margin-right: 100px;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

B 1 (Official Form) 1 (1/08)

Page 3

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): The Rhodes Companies, LLC	
Signatures			
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b). I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Debtor X _____ Signature of Joint Debtor _____ Telephone Number (if not represented by attorney) _____ Date		Signature of a Foreign Representative I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached. X _____ (Signature of Foreign Representative) _____ (Printed Name of Foreign Representative) _____ Date	
X <u>/s/</u> _____ Signature of Attorney for Debtor(s) Zachariah Larson, Esq. NV Bar No. 7787 Printed Name of Attorney for Debtor(s) LARSON & STEPHENS Firm Name 810 S. Casino Center Blvd., Suite 104 Address Las Vegas, NV 89101 (702) 382-1170 Telephone Number March 31, 2009 Date <small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small>		Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached. _____ Printed Name and title, if any, of Bankruptcy Petition Preparer _____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) _____ Address _____ _____ X _____ _____ Date Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above. Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual. If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. <small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small>	
Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Authorized Individual JAMES M. RHODES Printed Name of Authorized Individual President Title of Authorized Individual March 31, 2009 Date			

RIDER A

On or about the date hereof, the following Debtor and its affiliates each filed a Chapter 11 Voluntary Petition in this District:

Heritage Land Company, LLC

The Rhodes Companies, LLC

Rhodes Ranch General Partnership

Tick, LP

Glynda, LP

Chalkline, LP

Batcave, LP

Jackknife, LP

Wallboard, LP

Overflow, LP

Rhodes Ranch Golf and Country Club

Tuscany Acquisitions, LLC

Tuscany Acquisitions II, LLC

Tuscany Acquisitions III, LLC

Tuscany Acquisitions IV, LLC

Parcel 20 LLC

Rhodes Design and Development Corp.

C&J Holdings, Inc.

Rhodes Realty, Inc.

Jarupa LLC

Elkhorn Investments, Inc.

Rhodes Homes Arizona, LLC

Rhodes Arizona Properties, LLC

Tribes Holdings LLC

Six Feathers Holdings, LLC

Elkhorn Partners, A Nevada Limited Partnership

Bravo, Inc.

Gung-Ho Concrete, LLC

Geronimo Plumbing, LLC

Apache Framing, LLC

Tuscany Golf Country Club, LLC

Pinnacle Grading, LLC

**WRITTEN CONSENT OF THE SOLE MEMBER OF
THE RHODES COMPANIES, LLC**

As of this 31 day of March 2009, the undersigned being the sole member (the "Member") of The Rhodes Companies, LLC, a Nevada limited liability company (the "Company"), hereby adopts, by this written consent ("Written Consent"), the following resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Member and direct that this Written Consent be filed with the minutes of the proceedings of the Company:

WHEREAS, the Member has considered the financial and operational conditions of the Company's business;

WHEREAS, the Member has reviewed the materials presented by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to them, and the impact of the foregoing on the Company's business; and

WHEREAS, the Member has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company;

RESOLVED, THEREFORE, that in the business judgment of the Member after consideration of the alternatives presented to it and the recommendations of senior management of the Company and the advice of the Company's professionals and advisors, it is in the best interests of the Company, its creditors, members and other interested parties, that a voluntary petition be filed by the Company under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Nevada; and it is

FURTHER RESOLVED that the officers of the Company (the "Officers") be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents and to take any and all action which they deem necessary or proper to obtain such relief under the Bankruptcy Code; and that any such actions heretofore taken by the Officers on behalf of the Company are hereby ratified, approved, and confirmed; and it is

FURTHER RESOLVED that the Officers of the Company be, and they hereby are, authorized and directed to employ the law firm of Pachulski Stang Ziehl & Jones LLP ("PSZJ") as bankruptcy counsel to represent the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and cause to be filed an appropriate application with the bankruptcy court for authority to retain the services of PSZJ; and it is

FURTHER RESOLVED that the Officers of the Company be, and hereby are, authorized and directed to employ any other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Officers of the Company are

hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed appropriate applications with the bankruptcy court for authority to retain the services of any other professionals, as necessary; and it is

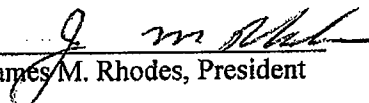
FURTHER RESOLVED that the Officers of the Company be, and hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and it is

FURTHER RESOLVED that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent on March 31, 2009.

THE RHODES COMPANIES, LLC,
a Nevada limited liability company

By: Sagebrush Enterprises, Inc., its managing
member

By: 
James M. Rhodes, President

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re:)	Chapter 11
)	
THE RHODES COMPANIES, LLC, <u>et al.</u> , ¹)	Case No.
)	(Joint Administration Requested)
Debtors.)	
)	

**CONSOLIDATED LIST OF CREDITORS
HOLDING 25 LARGEST UNSECURED CLAIMS**

Following is the consolidated list of the Debtor's creditors holding the 25 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 25 largest unsecured claims. If a minor child is one of the creditors holding the 25 largest unsecured claims, state the child's initials and the name and address of the parent or guardian, such as "A.B., a minor child, by John doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security] ²
Sunstate Companies, Inc. 4435 East Colton Avenue Suite 101 Las Vegas, NV 89115	Bonnie Butler (702) 798-1776 Fax (702) 798-2918	Trade Debt		\$201,094.43
G C Wallace 6655 South Cimarron Road Las Vegas, NV 89113	Betty Kilmer (702) 804-2000 Fax (702) 804-2299	Trade Debt		\$201,000.00

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: Heritage Land Company, LLC (2918); The Rhodes Companies, LLC (3060); Rhodes Ranch General Partnership (1760); Tick, LP (0707); Glynda, LP (5569); Chalkline, LP (0281); Batcave, LP (6837); Jackknife, LP (6189); Wallboard, LP (1467); Overflow, LP (9349); Rhodes Ranch Golf and Country Club (9730); Tuscany Acquisitions, LLC (0206); Tuscany Acquisitions II, LLC (8693); Tuscany Acquisitions III, LLC (9777); Tuscany Acquisitions IV, LLC (0509); Parcel 20 LLC (5534); Rhodes Design and Development Corp. (1963) C&J Holdings, Inc. (1315); Rhodes Realty, Inc. (0716); Jarupa LLC (4090); Elkhorn Investments, Inc. (6673); Rhodes Homes Arizona, LLC (7248); Rhodes Arizona Properties, LLC (8738); Tribes Holdings LLC (4347); Six Feathers Holdings, LLC (8451); Elkhorn Partners, A Nevada Limited Partnership (9654); Bravo Inc. (2642); Gung-Ho Concrete, LLC (6966); Geronimo Plumbing, LLC (6897); Apache Framing, LLC (6352); Tuscany Golf Country Club, LLC (7132); and Pinnacle Grading, LLC (4838).

² All information contained herein is as of March 27, 2009.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security] ²
Aspen Concrete Inc. 4177 East Huntington Drive Flagstaff, AZ 86004	Laura Norfolk (928) 226-9613 Fax (928) 226-1766	Trade Debt		\$128,623.35
American Soils Engineering LLC 6000 South Eastern Avenue Suite 6B Las Vegas, NV 89119	Kenya Barrant (702) 889-9617 Fax (702) 889-9614	Trade Debt		\$84,490.00
Triton Grading & Paving LLC 4220 Arcata Way Bldg B, Suite 1 N. Las Vegas, NV 89030	Linda Leavitt (702) 362-1330 Fax (702) 362-3930	Trade Debt		\$78,683.41
Sunland Asphalt P.O. Box 20814 Bullhead City, AZ 86439	Craig Bennett (928) 758-0770 Fax (928) 758-6861	Trade Debt		\$73,989.65
Cabinetec, Inc. 2711 E. Craig Road Suite A & B N. Las Vegas, NV 89030	David Paszli (702) 649-1010 Fax (702) 649-7918	Trade Debt		\$69,139.09
K.H. Landscaping, Inc. 2595 South Cimarron Road Suite 206 Las Vegas, NV 89117-7613	Laura Larkins (702) 263-9304 (702) 528-5348 Fax (702) 263-0121	Trade Debt		\$69,026.00
Envision Concrete 5655 Reference Street Las Vegas, NV 89122	Mondo Deltoro (702) 289-5441 Fax (702) 434-6956	Trade Debt		\$67,480.90
N.J. Shaum & Son Inc. P.O. Box 819 Flagstaff, AZ 86002	Marsha Jensen (928) 774-4564 Fax (928) 773-1134	Trade Debt		\$65,470.73
M S Concrete, Inc. 3840 North Commerce Las Vegas, NV 89032	Nedra Stephensen (702) 873-1780 Fax (702) 876-9244	Trade Debt		\$52,691.46
Bair's Carpet Valley - C 7465 West Sunset Road Suite 1200 Las Vegas, NV 89113	Shanelle Henderson (702) 932-2308 Fax (702) 940-4118	Trade Debt		\$51,572.39
American Asphalt & Grading Co. 3624 Goldfield Street North Las Vegas, NV 89032	Tracy Bassler (702) 507-5414 Fax (702) 644-0128	Trade Debt		\$35,000.00
Evans Recreation Installations P.O. Box 42607 Las Vegas, NV 89116-1607	Liz Martin (702) 382-3119 Fax (702) 926-9685	Trade Debt		\$32,820.70
Integrity Masonry, Inc. 5330 West Quail Avenue Las Vegas, NV 89118	Herold Lefler (702) 227-4555 Fax (702) 227-4855	Trade Debt		\$31,553.08
J&J Enterprises, Inc. 5920 West Cougar Avenue Las Vegas, NV 89139	Melissa Perry (702) 361-2914 Fax (702) 361-2823	Trade Debt		\$26,159.90

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security] ²
Western Landscape Construction 4670 South Polaris Avenue Las Vegas, NV 89103	Laura Larkins (702) 597-2556 Fax (702) 739-6840	Trade Debt		\$24,012.42
WestCor Construction 5620 Stephanie Street Las Vegas, NV 89122	Steve Christianson (702) 433-1414 (702) 289-3217 Fax (702) 433-8090	Trade Debt		\$23,539.85
Interstate Plumbing & A/C 7201 West Post Road Las Vegas, NV 89113	Ceil Cartwright (702) 367-6064 Fax (702) 367-6600	Trade Debt		\$20,849.75
Slater Hanifan Group 5740 South Arville, #216 Las Vegas, NV 89118	Darcie Wood (702) 284-5300 Fax (702) 284-5399	Trade Debt		\$20,546.50
TSS Enterprises, Inc. 2827 East Illini Street Phoenix, AZ 85040	Gary Simler (602) 276-7256 Fax (602) 276-7918	Trade Debt		\$19,784.20
Westar Kitchens & Bath 9025 South Kyrene Road Tempe, AZ 85284	Richard Kerner (702) 798-6060 Fax (702) 798-1610	Trade Debt		\$19,476.20
Iovino Masonry Inc. 9260 El Camino Road Las Vegas, NV 89139	Kim Hardin (702) 253-1602 Fax (702) 368-1265	Trade Debt		\$17,378.21
The Masonry Group Nevada, Inc. 4685 Berg Street North Las Vegas, NV 89081	Lisa Jones (702) 657-8440 Fax (702) 657-8445	Trade Debt		\$17,206.35
Northland Exploration Surveys 528 West Aspen Avenue Flagstaff, AZ 86001-5308	Ken Krenky (928) 774-5058 Fax (928) 774-3089	Trade Debt		\$15,925.28

73203-001\DOCS LA:199358.1

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re

THE RHODES COMPANIES, LLC,

Case No. _____
LIST OF EQUITY SECURITY HOLDERS

Debtor(s)

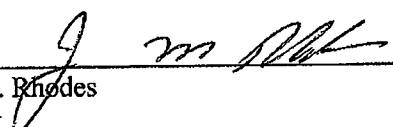
Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Sagebursh Enterprises, Inc. 4730 S. Fort Apache Road Suite 300 Las Vegas, NV 89147		100%	

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, James M. Rhodes, authorized Officer of the limited company named as the debtor in this case or its managing member, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is complete and to the best of the Debtor's knowledge, correct and consistent with the Debtor's books and records and will be supplemented to the extent additional information regarding equity security holders becomes available.

Dated: March 31, 2009



James M. Rhodes
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.

18 U.S.C. §§ 152 and 3571

1 JAMES I. STANG, ESQ. (SBN 94435)
 2 SHIRLEY S. CHO, ESQ. (SBN 192616)
 3 WERNER DISSE, ESQ. (SBN 143458)
 PACHULSKI STANG ZIEHL & JONES LLP
 4 10100 Santa Monica Blvd., 11th Floor
 Los Angeles, California 90067-4100
 Telephone: 310/277-6910
 Facsimile: 310/201-0760
 5 E-mail: jstang@pszjlaw.com
 E-mail: scho@pszjlaw.com
 6 E-mail: wdisse@pszjlaw.com

7 [Proposed] Attorneys for
 Debtors and Debtors in Possession

8 **UNITED STATES BANKRUPTCY COURT**
 9 **DISTRICT OF NEVADA**

11 In re
 12 THE RHODES COMPANIES, LLC,
 13
 14 Debtor

Case No.:

Chapter 11

**STATEMENT OF DEBTOR REGARDING
 CORPORATE OWNERSHIP**

15 Fed. Tax I.D. No.: 20-3613060

17 ☒ The following entity directly or indirectly owns 10% or more of any class of the above-
 18 captioned Debtor's equity interests:

19 Name: Sagebrush Enterprises, Inc.
 20 Address: 4730 S. Fort Apache Road, Ste. 300
 Las Vegas, Nevada 89147

21 ☐ (Additional names are attach hereto)

22 ☐ There are no entities that directly or indirectly own 10% or more of any class of the Debtor's
 23 equity interest.

24 I declare under penalty of perjury that the foregoing is true and correct.

26 Dated: March 31, 2009

27 James M. Rhodes
 President

73203-001\DOCS LA:199356.1